

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE:)
)
NATIONAL FORGE COMPANY, *et al.*,)
)
Debtor.)
_____)
OFFICIAL COMMITTEE OF UNSECURED)
CREDITORS OF NATIONAL FORGE)
COMPANY,)
)
Plaintiff,)
)
and)
)
OFFICIAL COMMITTEE OF RETIREES OF) Civil Action No. 04-21 ERIE
NATIONAL FORGE COMPANY,)
)
Intervenors,)
)
v.)

E. ROGER CLARK both Individually and as
an Officer and Director of National Forge
Company; et al.,

Defendants.

AFFIDAVIT OF CARL J. LUPPINO

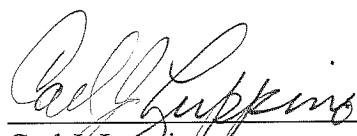
I, Carl J. Luppino, after being duly sworn according to law, depose and say the following:

1. I, Carl J. Luppino, am a former employee of National Forge Company.
2. During my employment with National Forge Company I directly held 708 shares and I also accumulated approximately 1,531 shares of stock through my IRA plan.
3. On or about April 13, 1999, National Forge Company redeemed all of the shares of the Class B Common Stock held directly by me and in my IRA account.

4. National Forge Company paid the funds to me by check and/or wire transfer from National City Bank of Pennsylvania for my IRA shares and by check and/or wire transfer from Chase Bank for my individual shares.

5. Attached hereto and incorporated herein is a copy of a memo I received from National Forge Company regarding the method of payment for my shares.

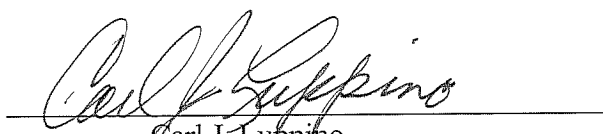
6. All statements contained in this Affidavit are true and correct to the best of my knowledge, information and belief.



Carl J. Luppino

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF Warren)

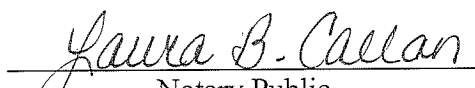
Before me, the undersigned authority, personally appeared CARL J. LUPPINO, who, being duly sworn according to law, deposes and says that the facts set forth in the foregoing Affidavit are true and correct to the best of his knowledge, information and belief.



Carl J. Luppino

Sworn to and subscribed before me

this 14th day of July, 2005.



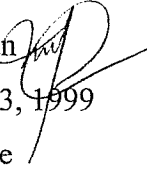
Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Laura B. Callan, Notary Public
City of Warren, Warren County
My Commission Expires Apr. 15, 2008
Member, Pennsylvania Association of Notaries

Memo

National Forge Company , Treasury Department

To: Carl Luppino

From: Maurice Cashman 

Date: Tuesday, April 13, 1999

Subject: Stock Repurchase

This is to advise you that National Forge Company Holdings, Inc. has received your executed tender agreement for the shares of Class B stock that you may hold or which may be held by a beneficial owner (for example in an Individual Retirement Account). We have also received the share certificates for the shares.

It is the intention of National Forge Company Holdings, Inc. to repurchase these shares on Tuesday, April 13, 1999.

Shares that were held by a beneficial owner will be repurchased via a wire transfer of funds. Shares held directly in your name will be repurchased through the issuance of a check directly to you.

Our records indicate the following shares will be repurchased:

<u>Shares</u>	<u>Value @\$49.42</u>	<u>Payee</u>
1,531	\$ 75,662.02	National City IRA
708	\$ 34,989.36	Carl J. Luppino

If you have any questions regarding this transaction, please contact Maurice Cashman at extension 8700.